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Insurance Company of Pittsburg, Pa.*

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

TIG INSURANCE COMPANY

Plaintiff

v.

THE FAIRCHILD CORPORATION, et al

Defendants

CASE NO. 1:07-cv-08250-JGK

ECF case (JGK)

**DEFENDANT NATIONAL UNION FIRE
INSURANCE COMPANY OF
PITTSBURGH, PA.'s REPLY
MEMORANDUM IN SUPPORT OF ITS
CROSS-MOTION TO DISMISS OR
ALTERNATIVELY TO STAY THIS
ACTION**

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SUPPLEMENTAL STATEMENT OF FACTS

National Union Fire Insurance Company of Pittsburgh, Pa. ("National Union") has reviewed The Fairchild Corporation's ("Fairchild") supplemental factual presentation of the Ohio state action involving Milacron, Inc. ("Milacron"), Fairchild, and Fairchild's insurers. National Union finds that Fairchild's presentation for the purposes of these Replies to be accurate and complete. Therefore, to avoid unnecessary duplication, National Union adopts the supplemental factual presentation of Fairchild.

ARGUMENT

1. **The Rules And Current Case Law Permit National Union to Adopt And Incorporate The Arguments of Fairchild In Support Of Its Reply**

National Union respectfully adopts and incorporates pursuant to Fed. R. Civ. P. 10(c), the arguments set forth in Fairchild's Reply Memorandum in Support of its Motion to Dismiss or Stay, filed in this Court on January 25, 2008. *See, e.g., In re Alstom SA Securities Litigation*, 406 F.Supp.2d 346, 351, n.2 (S.D.N.Y. 2005); *Leasco Data Processing Equip. Corp. v. Maxwell*, 1972 WL 314, *12 (S.D.N.Y. April 25, 1972).

2. **This Litigation Should Be Dismissed Or Alternatively Stayed**

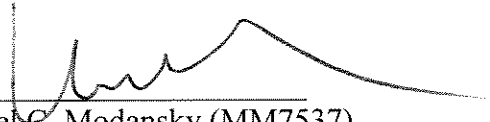
For the reasons set forth in the Reply Memorandum of Fairchild, filed with this Court on January 25, 2008, which is respectfully incorporated herein by reference, National Union respectfully cross moves the Court to dismiss the Complaint filed by Plaintiff in accordance with the federal abstention principles articulated by the United States Supreme Court in *Wilton v. Seven Falls Co.*, 515 U.S. 277 (1995) and *Colorado River Water Conservation Dist. v. U.S.*, 424 U.S. 800 (1976) as well as those cases that followed that demonstrated the principles of the United States Supreme Court, which are cited by Fairchild on pages 2-9 of its Memorandum.

CONCLUSION

For the reasons set forth above, and for those reasons set forth in Fairchild's Reply Memorandum in Support of its Motion to Dismiss or alternatively Stay, National Union moves the Court to dismiss this litigation in favor of the state court action pending in Ohio. In the alternative, National Union moves the Court to stay this matter pending the outcome of the Milacron state action.

Dated: New York, New York
January 30, 2008

Respectfully submitted,
BIVONA & COHEN

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